

RECORDATION NO 23155-C FILED

OCT 03 '08

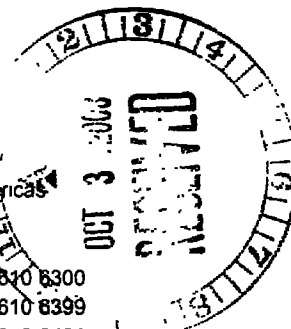
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ALLEN & OVERY

SURFACE TRANSPORTATION BOARD

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Mr. Vernon Williams
Secretary
Surface Transportation Board
395 E St., SW
Washington, D.C. 20423

Our ref 51231-00008 NY:4115293.1

October 1, 2008

Dear Mr. Williams:

Enclosed is an original and one counterpart of the documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is an Amendment, a secondary document, dated September 17, 2008. The primary document to which it is connected is recorded under Recordation Number 23155.

The names and addresses of the parties to the enclosed documents are:

Trustee:	U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut 225 Asylum Street, 23 rd Floor Hartford, Connecticut 06103
Lessee:	General Electric Capital Corporation 120 Long Ridge Road Stamford, Connecticut 06927

A description of the equipment covered by the documents follows:

Railcars within the various series described in Schedules A and B.

A fee of \$41.00 is enclosed.

A short summary of the document to appear in the index follows:

Amendment to a Memorandum of Lease and Lease Supplement with Recordation Number 23155, dated September 27, 2000 and covering railcars with the various series described in Schedules A and B.

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Yours sincerely,

Erika Singer
Associate

A handwritten signature in black ink, appearing to be 'Erika Singer', with a long horizontal flourish extending to the right.

Encl

OCT 03 '08

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF AMENDMENT TO MEMORANDUM OF LEASE AGREEMENT AND LEASE
SUPPLEMENT**

This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement with Recordation Number 23155 is made and entered into as of September 19, 2008, by and between U.S. BANK NATIONAL ASSOCIATION, as successor to State Street Bank and Trust Company of Connecticut (hereinafter "Trustee") and GENERAL ELECTRIC CAPITAL CORPORATION (hereinafter "Lessee") respecting the Replacement Lease Supplement dated on or around August 1, 2008, which supplemented the Lease Agreement (RAIL-2000-WF) dated September 27, 2000, and the Lease Supplement dated September 27, 2000 (collectively "the Lease") between Trustee and Lessee.

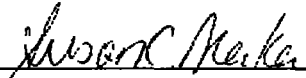
Pursuant to the provisions of the Lease, Trustee and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, (x) Trustee has agreed to lease to the Lessee and the Lessee has agreed to lease from the Trustee, under the Lease as supplemented, the Replacement Items of Equipment described in Schedule A attached hereto and (y) the Items of Equipment described in Schedule B hereto are hereby deleted from the Lease and are no longer deemed Items of Equipment for any purpose and subject to the terms defined in the Lease.
2. Trustee and Lessee further acknowledge and affirm that this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is not a summary of the Lease nor a complete recitation of the terms and provisions thereof. Accordingly, Trustee and Lessee hereby agree that in the event of a conflict between this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement and the provisions of the Lease, the provisions of the Lease, as the case may be, shall control.
3. This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301.
4. This Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement is being recorded with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Amendment to Memorandum of Lease Agreement and Lease Supplement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first written above.

TRUSTEE:

U.S. BANK NATIONAL
ASSOCIATION (as successor in
interest to State Street Bank and
Trust Company of Connecticut), not
in its individual capacity but solely
as Owner Trustee

By: 

Name: Susan C. Merker
Vice President

Title: _____

STATE OF Connecticut)

) SS:

COUNTY OF Hartford)

On this 19th of Sept, 2008, before me personally appeared Sharon Marker,
to me personally known, who being duly sworn, state that she is Vice President of
U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on behalf of said
corporation by authority of its board of directors, and she acknowledged that the execution of the
foregoing instrument was the free act and deed of said corporation.

Notary Public

Susan P McNally

My Commission expires

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 2010

LESSEE:

GENERAL ELECTRIC CAPITAL
CORPORATION

By: Joseph Lattanzi

Name: Joseph LATTANZI

Title: VP

STATE OF ILLINOIS)

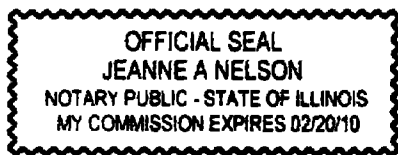
) SS:

COUNTY OF COOK)

On this 1 of August, 2008, before me personally appeared Joseph A Lattanzio,
to me personally known, who being duly sworn, state that he is _____ of
GENERAL ELECTRIC CAPITAL CORPORATION, that said instrument was signed on behalf of said
corporation by authority of its board of directors, and he acknowledged that the execution of the
foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission expires 2-20-2010



Schedule A

REPLACEMENT ITEMS

Car Mark	Car Type	Built Date	CC #
NATX 301302-A AAS EH	Tank	2004	709198
NATX 301306-A AAS EH	Tank	2004	709202
NATX 301828-A AAT FQ	Tank	2006	718437
NATX 301834-A AAT FQ	Tank	2006	718443
NATX 251291-A AAS EL	Tank	2006	725598
NATX 251291-A AAS EL	Tank	2006	725600
KPLX 005030	Coal	2003	683375
KPLX 005031	Coal	2003	683376
AGHX 096020	Hopper	2003	688116
NAHX 101050	Hopper	2003	683749
NAHX 101051	Hopper	2003	683750

Schedule B

ITEMS TO BE REPLACED

Car Mark	Car Type	Built Date	CC #
AEPX 005023	Coal	1999	413120
AEPX 004983	Coal	1999	413080
CWEX 009297	Coal	1999	432890
NAHX 516392	Grain	1999	402625
AEPX 005019	Coal	1999	413116
AEPX 005045	Coal	1999	413142
CWEX 009131	Coal	1999	432724
CWEX 009233	Coal	1999	432826
NS 470695	Box	1999	417423
NS 166623	Gondola	1999	405680
NS 166715	Gondola	1999	405772
NS 166741	Gondola	1999	405798